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Proposed Counsel to Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

In re:

SAM ASH MUSIC CORPORATION, *et al.*

Debtors.¹

Chapter 11

Case No. 24-14727 (SLM)

(Jointly Administered)

**NOTICE OF FILING OF REVISED ORDER AUTHORIZING (I) REJECTION OF
CERTAIN UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II)
GRANTING RELATED RELIEF**

PLEASE TAKE NOTICE that on May 10, 2024, the above-captioned debtors and debtors-in-possession (the “Debtors”) filed the *Debtors’ Motion for Entry of an Order Authorizing (I) Rejection of Unexpired Leases, Effective as of May 31, 2024, and (II) Granting Related Relief* [Docket No. 37] (the “Motion”).

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor’s federal tax identification number, are: Sam Ash Music Corporation (3915); Samson Technologies Corp. (4062); Sam Ash Megastores, LLC (9955); Sam Ash California Megastores, LLC (3598); Sam Ash Florida Megastores, LLC (7276); Sam Ash Illinois Megastores, LLC (8966); Sam Ash Nevada Megastores, LLC (6399); Sam Ash New York Megastores, LLC (7753); Sam Ash New Jersey Megastores, LLC (8788); Sam Ash CT, LLC (5932); Sam Ash Music Marketing, LLC (2024); and Sam Ash Quikship Corp. (7410). The location of debtor Sam Ash Music Corporation’s principal place of business is 278 Duffy Avenue, P.O. Box 9047, Hicksville, NY 11802.

PLEASE TAKE FURTHER NOTICE that the proposed *Order Authorizing (I) Rejection of Unexpired Leases, Effective as of May 31, 2024, and (II) Granting Related Relief* is attached to the Motion as Exhibit A (the “Initial Proposed Order”).

PLEASE TAKE FURTHER NOTICE that the Debtors hereby file a revised proposed form of *Order Authorizing (I) Rejection of Unexpired Leases, Effective as of May 31, 2024, and (II) Granting Related Relief* (the “Revised Proposed Order”).

PLEASE TAKE FURTHER NOTICE that the Revised Proposed Order resolves all informal objections received from interested parties and the only outstanding objection is the objection filed at Docket No. 129.

PLEASE TAKE FURTHER NOTICE that the Revised Proposed Order is attached hereto as **Exhibit A** and a redline marked against the Initial Proposed Order is attached hereto as **Exhibit B**.

PLEASE TAKE FURTHER NOTICE that the Debtors will seek the entry of the Revised Proposed Order over any outstanding objections at the hearing scheduled for June 5, 2024.

[Remainder of Page Intentionally Left Blank]

DATED: June 3, 2024

Respectfully submitted,

COLE SCHOTZ P.C.

By: /s/ Matteo Percontino

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Proposed Counsel to Debtors and Debtors in Possession

Exhibit A

Revised Proposed Order

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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Proposed Counsel to Debtors and Debtors in Possession

In re:

SAM ASH MUSIC CORPORATION, *et al.*

Debtors.¹

Chapter 11

Case No. 24-14727 (SLM)

(Jointly Administered)

**ORDER AUTHORIZING (I) REJECTION OF CERTAIN UNEXPIRED LEASES,
EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby
ORDERED.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Sam Ash Music Corporation (3915); Samson Technologies Corp. (4062); Sam Ash Megastores, LLC (9955); Sam Ash California Megastores, LLC (3598); Sam Ash Florida Megastores, LLC (7276); Sam Ash Illinois Megastores, LLC (8966); Sam Ash Nevada Megastores, LLC (6399); Sam Ash New York Megastores, LLC (7753); Sam Ash New Jersey Megastores, LLC (8788); Sam Ash CT, LLC (5932); Sam Ash Music Marketing, LLC (2024); and Sam Ash Quikship Corp. (7410). The location of debtor Sam Ash Music Corporation's principal place of business is 278 Duffy Avenue, P.O. Box 9047, Hicksville, NY 11802.

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Debtors: SAM ASH MUSIC CORPORATION, *et al.*
Case No.: 24 - 14727 (SLM)
Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

Upon the *Debtors' Motion for Entry of an Order Authorizing (I) Rejection of Unexpired Leases, Effective as of May 31, 2024, and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order (this "Order"): (a) authorizing (i) the rejection of the Leases set forth on Schedule 1 attached hereto, and (ii) the abandonment of certain Personal Property effective as of May 31, 2024, and (b) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein;

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

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Debtors: SAM ASH MUSIC CORPORATION, *et al.*
Case No.: 24 - 14727 (SLM)
Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, the Leases identified on **Schedule 1** attached hereto are hereby rejected, effective as of the later of (a) May 31, 2024, or (b) the date the Debtors relinquish control of the Premises by notifying each affected Landlord in writing, with email being sufficient, of the Debtors' surrender of the Premises and (i) turning over keys, key codes, and security codes, if any, to each affected Landlord or (ii) notifying each affected Landlord in writing, with email being sufficient, that the keys, key codes, and security codes, if any, are not available, but that the Landlord may rekey the Premises (the later of (a) and (b), the "**Rejection Date**").
3. The Debtors shall not be liable for any administrative expenses arising after the Rejection Date with respect to the Leases, whether pursuant to 11 U.S.C. §§ 365(d)(3), 503(b), or otherwise.
4. Neither the Debtors nor the Landlords waive any claims that they may have with respect to the Leases, whether such claims arise under, are related to the rejection of, or are independent of the Leases.
5. The Debtors are authorized to abandon any Personal Property located at the Premises free and clear of all liens, claims, encumbrances, interests, and rights of third parties (including without limitation the "**DIP Lender**" as defined in the *Interim Order Pursuant to 11*

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Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 (i) Authorizing Debtors to Obtain Post-Petition Financing, (ii) Granting Liens and Superpriority Claims, (iii) Authorizing Use of Cash Collateral, (iv) Modifying the Automatic Stay, (v) Scheduling a Final Hearing, and (vi) Granting Related Relief).

6. Any Personal Property located at the Premises is deemed abandoned, as of the Rejection Date, free and clear of all liens, claims, encumbrances, interests, and rights of third parties (including without limitation the DIP Lender). The Landlords may retain, utilize and/or dispose of such Personal Property in their sole and absolute discretion and without further notice or order of this Court and without liability to the Debtors or any third party (including without limitation the DIP Lender) claiming an interest in the Personal Property. The automatic stay, to the extent applicable, is modified to allow for such retention, utilization and/or disposition.

7. Nothing herein shall prejudice any party's rights to assert that a Lease is not, in fact, an unexpired lease within the meaning of section 365 of the Bankruptcy Code.

8. Nothing herein shall prejudice the rights of the Debtors or the Landlords to argue that any Lease was terminated prior to the Petition Date. Nothing herein shall prejudice the rights of the Debtors to argue that any claim for damages arising from the rejection of any Lease is limited to the remedies available under any applicable termination provision of such lease, sublease, or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their estates.

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Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

9. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law. Any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

10. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.

11. Nothing contained in the Motion or this Order is intended or should be construed to create an administrative priority claim.

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Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

12. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

16. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Schedule 1

Leases to Be Rejected¹

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
4	Forest Hills	113-25 Queens Blvd. Forest Hills New York 11375	RIPCO	Three Mac Properties c/o RIPCO Management, LLC 471 N Broadway, Suite 405 Jericho, NY 11753 Attn: Michael Korff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
7	New York	333 W. 34th St. New York New York 10001	Brookfield	BPREP 333 W 34TH LLC c/o Brookfield Property Partners 225 Liberty Street, 43rd Floor New York, NY 10281-1023 Attention: Executive Vice President, Director of Leasing	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
18	Buffalo Grove	1305 West Dundee Rd. Buffalo Grove Illinois 60089-4007	National Shopping Plazas, Inc.	Three Mac Properties c/o RIPCO Management, LLC 471 N Broadway, Suite 405 Jericho, NY 11753 Attn: Michael Korff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
20	Lombard	1139 South Main St. Lombard Illinois 60148- 3948	Pine Tree	Pines Plaza, LLC c/o Pine Tree Commercial Realty, LLC 814 Commerce Dr., Suite 300 Oak Brook, IL 60523 Attn: Cassandra Murff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

¹ For the avoidance of doubt, the Leases referenced herein include any ancillary documents, including guaranties or assignments thereof, and any amendments, modifications, subleases, or termination agreements related thereto.

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
33	Miami Lakes	5360 NW 167 Street Miami Lakes Florida 33014-6235	Wareco Enterprises, Inc.	Wareco Enterprises, Inc., 2970 Luckie Road Weston Florida 33331	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
34	King Of Prussia	139 E. DeKalb Pike King Of Prussia Pennsylvania 19406-2154	Sovereign Property Management	King of Prussia Center, LLC c/o Sovereign Property Management, LLC 102 Larch Circle, Suite 3010 Newport, DE 10804 Attn.: Daniel McBride	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
42	Clearwater	923 McMullen Booth Rd. Clearwater Florida 33759-3426	Armadillo Enterprises	Kapok Pavilion I, Ltd. 700 Spottiswood Lane Clearwater, Florida 33756	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
49	Philadelphia	1887 Franklin Mills Circle Philadelphia Pennsylvania 19154-3135	Simon	Franklin Mills Associates, LP c/o Simon Property Group 225 W. Washington Street Indianapolis, IN 46204-3438	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
54	Orlando	4644 E. Colonial Drive Orlando Florida 32803	Stiles	Greater Orlando Aviation Authority One Jeff Fuqua Blvd. Orlando, FL 32827 Attn: Chief Executive Officer	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
56	Cincinnati	1805 Commons Drive, Springdale, OH 45246	SPRINGDALE KEMPER ASSOCIATES, LTD.	Springdale Kemper Associates, L.P. c/o Bergman Group, Inc. 4695 Lake Forest Drive, Suite 100 Cincinnati, OH 45242	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
60	City of Industry	18031 Gale Avenue City of Industry California 91748-1245	JSL Plaza Puente Hills, LLC	JTNA Management Inc. 1014 S Glendora Ave West Covina Ca 91790 Attention: Joseph Liu, Managing Member	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
63	Atlanta	2999 Cobb Parkway Atlanta Georgia 30339- 3117	ROOKER	445 Bishop Street NW, Suite 200 Atlanta, GA 30318-4303 Attention: Brian Cardoza	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
70	Jacksonville	8151 Blanding Blvd Jacksonville Florida 32244	Fields-Realty	G RACK FIELDS, LLC 550 SE 5th Avenue, Apt. 304S Boca Raton, FL 33432 Attn: Kim B. Fields	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
82	New Haven	95 Amity Road New Haven Connecticut 06515-1403	JBAD Limited Partnership	JBAD Limited Partnership 180 East Hyerdale Drive PO Box 357Goshen, CT 06756	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
50	Hollywood	7404 Sunset Blvd. Hollywood California 90046	Donald Rothenberg Family Limited Partnership	The Donald Rothenberg Family Limited Partnership 12272 North Highway 14 Cedar Crest, NM 87008 Attention: Denise P. Simon,	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
64	Hollywood	7401 Sunset Blvd. Hollywood California 90046	Iroquois Investment Company	Iroquois Investment Company 9101 Ivory Beach Drive Las Vegas, NV 89147	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
95	Hollywood	7360 Sunset Blvd. Hollywood California 90046-3487	The Martin Family Trust	The Martin Family Trust c/o Ricki Martin 18909 Granada Circle Porter Ranch, CA 91326	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

Vehicle Lease to be Rejected

Title/Description of Lease	Lessor	Vin #	Rejection Effective Date
2022 BMW 750i X Drive Sedan	BMW Financial Services NA, LLC c/o CT CORPORATION SYSTEM, 28 LIBERTY ST., NEW YORK, NY, 10005 Rallye BMW, 1 Brush Hollow Rd, Westbury NY 11590	WBA7U2C01NCK00835	May 31, 2024

Exhibit B

Redline

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)
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In re:

SAM ASH MUSIC CORPORATION, *et al.*

Debtors.¹

Chapter 11

Case No. 24-14727 (SLM)

~~Judge:~~
(Joint Administration Requested)

**ORDER AUTHORIZING (I) REJECTION OF CERTAIN UNEXPIRED LEASES,
EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF**

The relief set forth on the following pages, numbered two (2) through six (6), is hereby
ORDERED.

¹ The debtors in these chapter 11 cases, along with the last four digits of each debtor's federal tax identification number, are: Sam Ash Music Corporation (3915); Samson Technologies Corp. (4062); Sam Ash Megastores, LLC (9955); Sam Ash California Megastores, LLC (3598); Sam Ash Florida Megastores, LLC (7276); Sam Ash Illinois Megastores, LLC (8966); Sam Ash Nevada Megastores, LLC (6399); Sam Ash New York Megastores, LLC (7753); Sam Ash New Jersey Megastores, LLC (8788); Sam Ash CT, LLC (5932); Sam Ash Music Marketing, LLC (2024); and Sam Ash Quikship Corp. (7410). The location of debtor Sam Ash Music Corporation's principal place of business is 278 Duffy Avenue, P.O. Box 9047, Hicksville, NY 11802.

(Page 2)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES,
EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED
RELIEF

(Page 3)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

Upon the *Debtors' Motion for Entry of an Order Authorizing (I) Rejection of Unexpired Leases, Effective as of May 31, 2024, and (II) Granting Related Relief* (the "Motion"),² of the above-captioned debtors and debtors in possession (the "Debtors"), for entry of an order (this "Order"): (a) authorizing (i) the rejection of the Leases set forth on Schedule 1 attached hereto, and (ii) the abandonment of certain Personal Property effective as of May 31, 2024, and (b) granting related relief; all as more fully set forth in the Motion; and upon the First Day Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference to the Bankruptcy Court Under Title 11 of the United States District Court for the District of New Jersey, entered July 23, 1984, and amended on September 18, 2012 (Simandle, C.J.); and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

(Page 4)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*
Case No.: 24 - 14727 (SLM)
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RELIEF

before the Court and after due deliberation and sufficient cause appearing therefor **IT IS
HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code, the Leases identified on **Schedule 1** attached hereto are hereby rejected, effective as of the later of (a) May 31, 2024, ~~provided that~~ (b) the date the Debtors relinquish control of the Premises by notifying each affected Landlord in writing, with email being sufficient, of the Debtors' surrender of the Premises and (i) turning over keys, key codes, and security codes, if any, to each affected Landlord or (ii) notifying each affected Landlord in writing, with email being sufficient, that the keys, key codes, and security codes, if any, are not available, but that the Landlord may rekey the Premises (the later of (a) and (b), the "Rejection Date").
3. The Debtors shall not be liable for any ~~rent or any other obligation~~ administrative expenses arising after ~~May 31, 2024~~ the Rejection Date with respect to the Leases, whether pursuant to 11 U.S.C. §§ 365(d)(3), 503(b), or otherwise.
4. ~~The~~ Neither the Debtors ~~do not~~ nor the Landlords waive any claims that they may have ~~against the Landlords~~ with respect to the Leases, whether such claims arise under, are related to the rejection of, or are independent of the Leases.
5. The Debtors are authorized to abandon any Personal Property located at the Premises free and clear of all liens, claims, encumbrances, interests, and rights of third parties: (including without limitation the "DIP Lender" as defined in the Interim Order Pursuant to 11

(Page 5)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*
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U.S.C. §§ 105, 361, 362, 363, 364, 503, 506, and 507 and Fed. R. Bankr. P. 2002, 4001, 6003, 6004, and 9014 (i) Authorizing Debtors to Obtain Post-Petition Financing, (ii) Granting Liens and Superpriority Claims, (iii) Authorizing Use of Cash Collateral, (iv) Modifying the Automatic Stay, (v) Scheduling a Final Hearing, and (vi) Granting Related Relief.

6. Any Personal Property located at the Premises is deemed abandoned, as of ~~May 31, 2024~~the Rejection Date, free and clear of all liens, claims, encumbrances, interests, and rights of third parties (including without limitation the DIP Lender). The Landlords may retain, utilize and/or dispose of such Personal Property in their sole and absolute discretion and without further notice or order of this Court and without liability to the Debtors or any third party (including without limitation the DIP Lender) claiming an interest in the Personal Property. The automatic stay, to the extent applicable, is modified to allow for such retention, utilization and/or disposition.

7. Nothing herein shall prejudice any party's rights to assert that a Lease is not, in fact, an unexpired lease within the meaning of section 365 of the Bankruptcy Code.

8. Nothing herein shall prejudice the rights of the Debtors or the Landlords to argue that any Lease was terminated prior to the Petition Date. Nothing herein shall prejudice the rights of the Debtors to argue that any ~~Lease was terminated prior to the Petition Date, or that any~~ claim for damages arising from the rejection of any Lease is limited to the remedies available under any applicable termination provision of such lease, sublease, or contract, as applicable, or that any such claim is an obligation of a third party, and not that of the Debtors or their ~~estate~~estates.

(Page 6)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*
Case No.: 24 - 14727 (SLM)
Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES,
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RELIEF

9. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the amount of, basis for, or validity of any claim against the Debtors under the Bankruptcy Code or other applicable nonbankruptcy law; (b) a waiver of the Debtors' or any other party in interest's right to dispute any claim on any grounds; (c) a promise or requirement to pay any particular claim; (d) an implication, admission or finding that any particular claim is an administrative expense claim, other priority claim or otherwise of a type specified or defined in this Motion or any order granting the relief requested by this Motion; (e) a request or authorization to assume, adopt, or reject any agreement, contract, or lease pursuant to section 365 of the Bankruptcy Code; (f) an admission as to the validity, priority, enforceability or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (g) a waiver or limitation of any claims, causes of action, or other rights of the Debtors or any other party in interest against any person or entity under the Bankruptcy Code or any other applicable law. Any payment made pursuant to this Order is not intended and should not be construed as an admission as to the validity of any particular claim or a waiver of the Debtors' rights to subsequently dispute such claim.

10. Nothing in the Motion or this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code, and all such rights are reserved.

(Page 7)

Debtors: SAM ASH MUSIC CORPORATION, *et al.*

Case No.: 24 - 14727 (SLM)

Caption of Order: ORDER AUTHORIZING (I) REJECTION OF UNEXPIRED LEASES, EFFECTIVE AS OF MAY 31, 2024, AND (II) GRANTING RELATED RELIEF

11. Nothing contained in the Motion or this Order is intended or should be construed to create an administrative priority claim.

12. Notwithstanding anything to the contrary, the terms and conditions of this Order are immediately effective and enforceable upon its entry.

13. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

14. The requirement set forth in Local Rule 9013-1(a)(3) that any motion be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Motion or otherwise waived.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

16. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and/or enforcement of this Order.

Schedule 1

Leases to Be Rejected¹

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
4	Forest Hills	113-25 Queens Blvd. Forest Hills New York 11375	RIPCO	Three Mac Properties c/o RIPCO Management, LLC 471 N Broadway, Suite 405 Jericho, NY 11753 Attn: Michael Korff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
7	New York	333 W. 34th St. New York New York 10001	Brookfield	BPREP 333 W 34TH LLC c/o Brookfield Property Partners 225 Liberty Street, 43rd Floor New York, NY 10281-1023 Attention: Executive Vice President, Director of Leasing	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
18	Buffalo Grove	1305 West Dundee Rd. Buffalo Grove Illinois 60089-4007	National Shopping Plazas, Inc.	Three Mac Properties c/o RIPCO Management, LLC 471 N Broadway, Suite 405 Jericho, NY 11753 Attn: Michael Korff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

¹ For the avoidance of doubt, the Leases referenced herein include any ancillary documents, including guaranties or assignments thereof, and any amendments, modifications, subleases, or termination agreements related thereto.

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
20	Lombard	1139 South Main St. Lombard Illinois 60148-3948	Pine Tree	Pines Plaza, LLC c/o Pine Tree Commercial Realty, LLC 814 Commerce Dr., Suite 300 Oak Brook, IL 60523 Attn: Cassandra Murff	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
33	Miami Lakes	5360 NW 167 Street Miami Lakes Florida 33014-6235	Wareco Enterprises, Inc.	Wareco Enterprises, Inc., 2970 Luckie Road Weston Florida 33331	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
34	King Of Prussia	139 E. DeKalb Pike King Of Prussia Pennsylvania 19406-2154	Sovereign Property Management	King of Prussia Center, LLC c/o Sovereign Property Management, LLC 102 Larch Circle, Suite 3010 Newport, DE 10804 Attn.: Daniel McBride	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
42	Clearwater	923 McMullen Booth Rd. Clearwater Florida 33759-3426	Armadillo Enterprises	Kapok Pavilion I, Ltd. 700 Spottiswood Lane Clearwater, Florida 33756	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
49	Philadelphia	1887 Franklin Mills Circle Philadelphia Pennsylvania 19154-3135	Simon	Franklin Mills Associates, LP c/o Simon Property Group 225 W. Washington Street Indianapolis, IN 46204-3438	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
54	Orlando	4644 E. Colonial Drive Orlando Florida 32803	Stiles	Greater Orlando Aviation Authority One Jeff Fuqua Blvd. Orlando, FL 32827 Attn: Chief Executive Officer	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
56	Cincinnati	1805 Commons Drive, Springdale, OH 45246	SPRINGDALE KEMPER ASSOCIATES, LTD.	Springdale Kemper Associates, L.P. c/o Bergman Group, Inc. 4695 Lake Forest Drive, Suite 100 Cincinnati, OH 45242	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
60	City of Industry	18031 Gale Avenue City of Industry California 91748-1245	JSL Plaza Puente Hills, LLC	JTNA Management Inc. 1014 S Glendora Ave West Covina Ca 91790 Attention: Joseph Liu, Managing Member	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
63	Atlanta	2999 Cobb Parkway Atlanta Georgia 30339-3117	ROOKER	445 Bishop Street NW, Suite 200 Atlanta, GA 30318-4303 Attention: Brian Cardoza	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
70	Jacksonville	8151 Blanding Blvd Jacksonville Florida 32244	Fields-Realty	G RACK FIELDS, LLC 550 SE 5th Avenue, Apt. 304S Boca Raton, FL 33432 Attn: Kim B. Fields	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
82	New Haven	95 Amity Road New Haven Connecticut 06515-1403	JBAD Limited Partnership	JBAD Limited Partnership 180 East Hyerdale Drive PO Box 357 Goshen, CT 06756	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

No.	Title/Description of Lease	Property Address	Landlord	Landlord Address	Rejection Effective Date	Abandoned Personal Property
50	Hollywood	7404 Sunset Blvd. Hollywood California 90046	Donald Rothenberg Family Limited Partnership	The Donald Rothenberg Family Limited Partnership 12272 North Highway 14 Cedar Crest, NM 87008 Attention: Denise P. Simon,	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
64	Hollywood	7401 Sunset Blvd. Hollywood California 90046	Iroquois Investment Company	Iroquois Investment Company 9101 Ivory Beach Drive Las Vegas, NV 89147	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures
95	Hollywood	7360 Sunset Blvd. Hollywood California 90046-3487	The Martin Family Trust	The Martin Family Trust c/o Ricki Martin 18909 Granada Circle Porter Ranch, CA 91326	May 31, 2024	Miscellaneous FF&E, store signage, and/or retail fixtures

Vehicle Lease to be Rejected

Title/Description of Lease	Lessor	Vin #	Rejection Effective Date
2022 BMW 750i X Drive Sedan	BMW Financial Services NA, LLC c/o CT CORPORATION SYSTEM, 28 LIBERTY ST., NEW YORK, NY, 10005 Rallye BMW, 1 Brush Hollow Rd, Westbury NY 11590	WBA7U2C01NCK00835	May 31, 2024